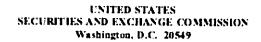
FORM D

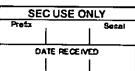


FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

127	1579
1211)/(

OMB APPROVAL									
OMB Number: 3235-0076									
Expires:	April	30,2008 e burden							
Estimated	averag	e burden							
hoursperr	hoursperresponse16.00								



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Texas Energy Holdings, Inc., Liberty #1 Program	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	□ ULOE TOEYTO
A. BASIC IDENTIFICATION DATA	Z Z NOV & Z ZOOC
1. Enter the information requested about the issuer	134
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	X 100 104
Texas Energy Holdings, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10935 Estate Lane, Suite 325, Dallas, TX 75238	214-231-4000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Aren Code)
Brief Description of Business	PROCESSED
Oil and Gas Development	EDEC 13 2000
husiness trust	please specify): THOMSON FINANCIAL
Month Year Actual or Estimated Date of Incorporation or Organization: [OIS] [OIS] X Actual Estimated Date of Incorporation or Organization: [Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	nated
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation Dor Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Texas Energy Holdings, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 10935 Estate Lane, Suite 325, Dallas, TX 75238 Check Box(es) that Apply: Promoter ☐ Beneficial Owner X Executive Officer X Director General and/or Managing Partner Full Name (Last name first, if individual) Willis, Phillip C. Business or Residence Address (Number and Street, City, State, Zip Code) 10935 Estate Lane, Suite 325, Dallas, TX Check Box(es) that Apply: X Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Ladymon, Casey W. Business or Residence Address (Number and Street, City, State, Zip Code) 10935 Estate Lane, Suite 325, Dallas, TX Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				В. Г	NFORMAT	ION ABOU	T OFFERI	NG				
1. Has the	e iconae cul	d sedona	ha iamas i		H 4			.1.1			Yes	No
i. itas qit	: 1850EL 2011	u, or does t			ll, to non-a 1 Appendix,				-	······		X
2. What is	s the minim	um investe			pted from a		-				¢ 25	. 000
			***************************************	iii be acce	pres nom e	iny marvia	um	***************	M***************	***************************************	\$ <u>25</u> Yes	No
3. Does th	ne offering	per mit join	t ownershi	p of a sing	de unit?	••••			***************************************	***************************************		
commig If a person state	ssion or sim son to be lis s, list the n	illar remune sted is an as ame of the l	ration for s sociated pe proker or de	solicitation rson or age aler. If me	who has bee of purchase ont of a broke ore than five on for that	ers in conne ier or deale : (5) person	ection with registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering with a state		
Full Name (ividual)									
Direct Cap Business or			Sumber and	Street Ci	tv. State 7	in Code)						
1333 Seco					•	iip co c cy						
Name of As									***************************************			
States in WI	wish Dansan	T :	. 6. 1115. 4						····			
					to Solicit I						[□ All	l States
											_	
AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full Name (Last name	first. if ind	ividual)							··		- 77.1
Business or	Residence	Address ()	Number an	d Street, C	ity. State, 2	Zip Code)						
Name of As	sociated Br	roker or De	aler									
States in WI	nich Person	Listed Ha	s Solicited	or Intends	to Solicit I	Purchasers	V~					
					•••••••			·*····	••••••		□ All	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FI.	GA	HI	ID
IL	IN	1A	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK.	OR	PA
	SC	SD	TN	TX	UT	VT	VA]	WA	WV	WI	WŸ	PR
Full Name (Last name	first, if ind	ividual)									
Business or	Residence	Address (Number an	d Street, C	ity, State, 2	Zip Code)			***************************************	_		
Name of As	sociated Br	roker or De	aler									
States in WI	ial Dans	I Coad Ha	s Callialis d	1	4. E. U. b.	2			••	<u></u>		
									••••••		Aii	l States
AL												
IL MT R1	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Pri		Aı	nount Aiready Sold
	Debt	0		\$_	0
	Equity\$	0		S	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	, 0		S	0
	Partnership Interests			S_	0
	Other (Specify Units of Working Interest	0		\$	1,188,000
	Total	5,400,000		s _	1,188,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		(Aggregate ollar Amount of Purchases
	Accredited Investors			S _	1,188,000
	Non-accredited Investors		_	S _	0
	Total (for filings under Rule 504 only)		_	\$_	***************************************
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type of Security		D	Oollar Amount Sold
	Rule 505		_	\$ _	
	Regulation A		_	\$_	
	Rule 504			\$ _	
	Total			S	
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		X	\$	0
	Printing and Engraving Costs	***********	X	s _	10,000
	Legal Fees		$\overline{\mathbf{X}}$	s _	80,000
	Accounting Fees	***************************************	X	\$ _	0
	Engineering Fees	***********	X	S	0
	Sales Commissions (specify finders' fees separately)		X	s _	0
	Other Expenses (identify) General Administration, Filing Fees, Travel, Due Diligence		X	s_	72,000
	Total		X	\$_	162,000

b. Enter the difference between the aggregate offering price given in response to Part C — Question I and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	;		S 5	,238,000
Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	l			
	D	ayments to Officers. irectors, &		ayments to Others
Salaries and fees	⊠ \$.	432,000	[]\$	540,000
Purchase of real estate			X S_	0
Purchase, rental or leasing and installation of machinery and equipment	_		. IXI S_	0
Construction or leasing of plant buildings and facilities			KX \$_	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	_		_	_
Repayment of indebtedness			∑ \$_	0
Working capital			X \$_	
Other (specify): Drilling, testing, completion and acquisition costs			. ⊠ \$_ . ⊠ \$_	<u>0</u> 4,266,000
	X S.	0	X)\$_	0
Column Totals	X \$_	432,000	⊠ \$_	4,806,000
Total Payments Listed (column totals added)		X \$:	,238,00	0
 D. FEDERAL SIGNATURE				

Issuer (Print or Type) Date

Texas Energy Holdings, Inc. Name of Signer (Print or Type)

Title of Signer (Print or Type)

November 21, 2006

Richard K. Hartnett Associate

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 press provisions of such rule?	ently subject to any of the disc	qualification	Yes	No X
	See A	ppendix, Column 5, for state r	esponse.		
2.	The undersigned issuer hereby undertakes to fur D (17 CFR 239.500) at such times as required	n ish to any state admin istrator (by state law.	of any state in which this notice is fi	led a no	tice on Form
3.	The undersigned issuer hereby undertakes to fu issuer to offerees.	urnish to the state administrato	ors, upon written request, informat	ion furn	ished by the
4.	The undersigned issuer represents that the issue limited Offering Exemption (ULOE) of the state of this exemption has the burden of establishing	e in which this notice is filed a	nd understands that the issuer clair	itled to ning the	the Uniform availability
The issu	er has read this notification and knows the content thorized person.	is to be true and has duly caused	this notice to be signed on its behal	f by the	undersigned
Issuer (Print or Type)	Signature	Date		
	Energy Holdings, Inc.	fittel of	November 21, 20	006	
Name (Print or Type)	Title (Print or Type)			
Richar	d K. Hartnett	Associate			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 2 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Units of Accredited Non-Accredited Working State Yes No Investors **Amount** Investors Amount Yes No Interest AL. AΚ AZ. ΛR CA X \$650,000 \$638,000 6 X CO CT DE DC FL X \$100,000 \$100,000 1 X GΛ HI ID IL IN I٨ KS KY LA \$50,000 \$50,000 X 1 X ME MD $M\Lambda$ Μl MN MS

				AFF	ENUIX					
1		2	3			4		5	lification	
	to non-a	i to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes		Units of Working	Number of Accredited	umber of Number of ccredited Non-Accredited					
	162	No	Interest	Investors	Amount	Investors	Amount	Yes	No	
МО										
МТ	·									
NE								,		
NV										
NH										
ИJ	-	x	\$50,000	1	\$50,000	"			х	
NM										
NY										
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ND										
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ок		x	\$50,000	1	\$50,000		-	•	х	
OR							<u>-</u> :			
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APPENDIX

				APP	ENDIX					
l		2	3		4					
	to non-a	Type of security and aggregate n-accredited tors in State t B-Item 1) Type of security and aggregate Type of investor and amount purchased in State (Part C-Item 1) (Part C-Item 2)						Disqualification under State ULC (if yes, attach explanation of waiver granted (Part E-Item 1		
State	Yes	No	Units of Working Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY				- 1			<u>-</u> 1		_	
PR								 	 	